

FEDERAL I.D. NO. 16-0764720

Nixon Peabody LLP

Attorneys at Law
101 FEDERAL STREET
BOSTON, MA 02110
(617) 345-1000
Fax: (617) 345-1300

November 7, 2003

Daniel R. Fisher, Esq.
Senior Vice President
Law Debenture Trust Company of New York
767 Third Avenue, 31st Floor
New York, NY 10017

Invoice No. 8504740
Account: 032107/2
Darwin, Amanda

FOR PROFESSIONAL SERVICES RENDERED through October 31, 2003

CLIENT NO. 032107
MATTER NO. 000002

LAW DEBENTURE TRUST COMPANY OF NEW YORK
NORTHWESTERN CORPORATION BANKRUPTCY

For Professional Fees:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
10/02/03	A. Darwin	0.50	Telephone conference with Dan Fisher (.3); review incoming correspondence from Mr. Fisher's office (.2).
10/03/03	A. Darwin	1.00	Review incoming documentation from Ms. Wilms (.8); correspondence to Ms. Wilms (.2).
10/07/03	A. Darwin	2.40	Review prospectus regarding QUIPS (.4); review summary of restructuring proposals (.6); several telephone conferences with Bank of New York and Law Debenture regarding successorship issues (.6); follow-up telephone conference with Mr. Fisher regarding the same (.3); review issues relating to subdebt in preparation for meeting (.5).
10/07/03	F. Hamblett	3.40	Review SEC filing regarding capital and debt structure of Debtors (2.1); review bankruptcy, various dockets and pleadings (1.3)
10/08/03	A. Darwin	2.70	Travel time.
10/08/03	A. Darwin	7.90	Review summary of Committee representation (.5); review SEC 10-K filings (.4); review certain bankruptcy filings (.3); review certain press releases (.3); review inquiry from Paul Hastings regarding Tripartite Agreement and respond to same (.4); attend Creditors' Committee meeting (5.0); review materials provided at meeting (1.0).
10/08/03	F. Hamblett	2.40	Correspondence with Mr. Tyras and Ms. Russo regarding Tripartite Agreement (.6); further review SEC filings

Nixon Peabody LLP
Invoice # 8504740 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
			regarding debt structure/capitalization (1.8).
10/09/03	A. Darwin	1.00	Review incoming correspondence and recommendation regarding Lazard retention (.5); review correspondence to Debtors' counsel regarding Tripartite Agreement (.2); review incoming explanation regarding low rate of return on South Dakota assets (.3).
10/09/03	F. Hamblett	1.10	Review Tripartite Agreement and follow up e-mail correspondence with Mr. Tyras regarding same (.4); further review SEC filings regarding debt structure (.7)
10/10/03	A. Darwin	1.10	Review capital structure (.4); review debt at senior and mid-range levels (.4); review incoming correspondence from Committee counsel (.3).
10/10/03	F. Hamblett	1.60	Follow up telephone call with Mr. Tyras and Ms. Ayers regarding Tripartite Agreement (.3); further review SEC filings regarding debt/cap structure (1.3).
10/14/03	A. Darwin	0.90	Review incoming information from Committee counsel regarding KERP and other matter (.4); review summary regarding discussion with Debtor regarding retention of financial advisor (.5).
10/15/03	A. Darwin	2.80	Review draft retention application (.4); review incoming correspondence from Committee counsel regarding Securities Trading Motion (.5); review issues relating to successorship on certain trusteeships/possible conflicts regarding same (.7); review prospectuses regarding securities (.4); review press releases from Company regarding stockholder litigation (.4); review allegations regarding fraudulent transfer (.4).
10/15/03	F. Hamblett	0.40	Telephone calls with and e-mail messages to Mr. Tyras regarding Tripartite Agreement.
10/16/03	A. Darwin	0.30	Review correspondence from Debtor's counsel.
10/16/03	F. Hamblett	0.30	Follow up telephone calls with Mr. Tyras regarding Tripartite Agreement.
10/17/03	A. Darwin	0.70	Review exchange of e-mails regarding upcoming conference call (.3); review incoming pleadings (.4).
10/20/03	A. Darwin	0.80	Review trust agreement regarding certain powers/duties of property trustee (.6); review incoming correspondence from Committee counsel regarding tomorrow's call (.2).
10/20/03	F. Hamblett	0.50	Correspondence with Mr. Tyras, Mr. Fisher and Ms. Siegal regarding Tripartite Agreement.
10/21/03	A. Darwin	3.70	Review provisions of trust agreement regarding appointment of successor by security holders (.4); review roles of property trustee/necessity of transfer (.4); review upcoming matters to be heard by court at next omnibus hearing (.3); review issues relating to DIP (.4); review incoming correspondence and agenda for conference call (.4); review analysis provided by NOR (.5); review proposal of Houlihan, Locky regarding range of KERP

Nixon Peabody LLP
Invoice # 8504740 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
10/21/03	F. Hamblett	3.00	payments (.5); Committee conference call (.8). Review Debtor's comments to Tripartite Agreement and make further revisions (1.4); review resignation provision of property trust agreement and property notice to holders regarding same (1.6).
10/22/03	A. Darwin	0.70	Review revisions to tripartite agreement (.4); review suggested form for solicitation of security holder consent (.3).
10/22/03	F. Hamblett	1.80	Make final edits to Tripartite Agreement and e-mail correspondence with Ms. Russo, Mr. Fisher and Mr. Tyras regarding same.
10/27/03	A. Darwin	0.70	Review Debtor's motion regarding Credit Facility (.4); review status of bid process on Expanets (.3).
10/27/03	F. Hamblett	0.90	Telephone calls with Ms. Siegal and Mr. Healy regarding successorship and review indentures regarding same.
10/28/03	A. Darwin	1.20	Review capital structure/assumed holders at various levels (.5); review incoming correspondence from Mr. Kornberg (.3); review Committee's objection to DIP motion (.4).
10/28/03	F. Hamblett	1.10	Telephone calls with and e-mail messages to Ms. Siegel and Mr. Fisher regarding Tripartite Agreement/open issues (.4); further review Property Trust Agreement (.7).
10/29/03	A. Darwin	1.00	Review response of Bank of New York attorney to our views on successorship (.2); review incoming correspondence from Houlihan, Lokey (.2); review analysis of competing bids for Expanets (.4); review results of auction of Expanets (.2).
10/29/03	F. Hamblett	0.70	Telephone calls with and e-mail messages to Mr. Curchack regarding property trustee/successorship.
10/30/03	A. Darwin	1.30	Review incoming request of Magten to serve on Committee and correspondence to Mr. Kornberg regarding the same (.7); review Committee make-up (.3); telephone conference with Mr. Fisher (.3).
10/30/03	F. Hamblett	0.30	E-mail message to Ms. Siegel regarding Tripartite Agreement.
10/31/03	F. Hamblett	0.60	E-mail correspondence and telephone conference with Ms. Siegel and Mr. Curchack regarding Tripartite Agreement/final revisions.

TOTAL HOURS: 48.80

TOTAL FEES: \$19,591.00

For Charges and Disbursements:

<u>Description</u>	<u>Amount</u>
Airfare -Firm AMEX	167.41
Copier	1.00

Nixon Peabody LLP
Invoice # 8504740 Page 4

Long Distance Calls	16.10
Meals	3.00
Travel	345.50

TOTAL CHARGES AND DISBURSEMENTS:
\$ 533.01

TOTAL FOR MATTER -- NORTHWESTERN CORPORATION
BANKRUPTCY: \$20,124.01

FEDERAL I.D. NO. 16-0764720

Nixon Peabody LLP

Attorneys at Law
101 FEDERAL STREET
BOSTON, MA 02110
(617) 345-1000
Fax: (617) 345-1300

December 10, 2003

Daniel R. Fisher, Esq.
Senior Vice President
Law Debenture Trust Company of New York
767 Third Avenue, 31st Floor
New York, NY 10017

Invoice No. 8513963
Account: 032107/2
Darwin, Amanda

FOR PROFESSIONAL SERVICES RENDERED through November 30, 2003, including:

CLIENT NO. 032107
MATTER NO. 000002

LAW DEBENTURE TRUST COMPANY OF NEW YORK
NORTHWESTERN CORPORATION BANKRUPTCY

For Professional Fees:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
11/03/03	A. Darwin	0.80	Review incoming correspondence from Mr. Kornberg (.2); review credit agreement (.6).
11/03/03	F. Hamblett	0.40	Follow up correspondence with Ms. Siegal and Mr. Curchack regarding Tripartite Agreement.
11/04/03	A. Darwin	2.00	Review incoming correspondence from Committee counsel (.2); review Houlihan presentation regarding financial projects (.5); review agenda items for next conference call (.2); review letter from counsel to Magten (.4); review Fried Frank issues related to Committee representation (.5); correspondence to Mr. Kornberg (.2).
11/05/03	F. Hamblett	0.30	Follow up correspondence with Ms. Siegel and Ms. Russo regarding successorship/open issues.
11/07/03	A. Darwin	0.80	Review incoming correspondence from Committee counsel (.3); review order of court regarding trading/ethical screen (.5).
11/10/03	A. Darwin	1.70	Review incoming materials in preparation for upcoming conference call (.4); Committee conference call (1.3).
11/11/03	F. Hamblett	0.30	Follow up telephone calls with Ms. Siegel and Ms. Russo regarding Tripartite Agreement/open issues.
11/12/03	A. Darwin	1.60	Review docket and upcoming hearings (.5); review Houlihan overview of KERP proposal (1.1).
11/12/03	F. Hamblett	0.30	Telephone calls with Ms. Russo regarding Tripartite Agreement/comments.
11/13/03	A. Darwin	1.40	Follow up on Tripartite Agreement and review of

Nixon Peabody LLP
Invoice # 8513963 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
			exchange of correspondence regarding same (.4); review incoming analysis by Houlihan of revised KERP arrangements (.7); review Committee correspondence regarding compromise reached with CFO candidate (.3).
11/13/03	F. Hamblett	0.80	Review and revise Tripartite Agreement and e-mail correspondence with Mr. Tyras, Ms. Russo and Mr. Fisher regarding same.
11/14/03	A. Darwin	0.30	Conference with Mr. Fisher.
11/14/03	F. Hamblett	0.70	Make some final revisions to Tripartite Agreement and e-mail message to Ms. Russo and Mr. Tyras regarding same.
11/17/03	A. Darwin	1.00	Review financial results for 3rd Quarter 2003 (.4); review incoming press release regarding Miltown Dam dispute (.3); review revisions to Tripartite Agreement (.3).
11/17/03	F. Hamblett	0.90	Make some final edits to Tripartite Agreement and e-mail message to Ms. Russo and Mr. Fisher regarding same (.6); review Guarantee Agreement (.3).
11/18/03	A. Darwin	0.50	Review revisions to Tripartite Agreement (.2); review issues relating to bondholder representation on Committee (.3).
11/18/03	F. Hamblett	0.60	Review revisions to Tripartite Agreement and e-mail correspondence with Ms. Russo, Mr. Tyras and Mr. Fisher regarding same.
11/19/03	A. Darwin	0.60	Review incoming pleadings and correspondence.
11/21/03	C. Ciafone	1.50	Research and draft notice of appearance.
11/21/03	A. Darwin	0.50	Review letter requesting shareholder committee and review committee members' comments to same.
11/24/03	A. Darwin	0.30	Review notice of appearance.
11/24/03	F. Hamblett	1.40	Prepare notice to preferred security holders regarding Law Debenture's appointment and review trust agreement regarding same (1.1); correspondence with Ms. Russo regarding Tripartite Agreement/property trustee (.3).
11/25/03	C. Ciafone	0.50	Further drafting of notice of appearance and correspondence regarding the same.
11/25/03	F. Hamblett	0.70	E-mail messages to Mr. Tyras and Ms. Russo regarding Tripartite Agreement/open items (.3); revise notice to holders (.4).
11/26/03	A. Darwin	1.10	Review incoming correspondence from Mr. Kornberg (.1); follow-up regarding status of Tripartite Agreement (.2); review issues relating to creditor representation (.4); review incoming correspondence from Committee counsel (.1); review issues relating to request for equity committee (.3).

TOTAL HOURS: 21.00

TOTAL FEES: \$7,850.00

Nixon Peabody LLP
Invoice # 8513963 Page 3

For Charges and Disbursements:

<u>Description</u>	<u>Amount</u>
Copier	2.80
Long Distance Calls	2.90

TOTAL CHARGES AND DISBURSEMENTS: \$ 5.70

TOTAL FOR MATTER -- NORTHWESTERN CORPORATION
BANKRUPTCY: \$7,855.70

FEDERAL I.D. NO. 16-0764720

Nixon Peabody LLP

Attorneys at Law
101 FEDERAL STREET
BOSTON, MA 02110
(617) 345-1000
Fax: (617) 345-1300

January 16, 2004

Daniel R. Fisher, Esq.
Senior Vice President
Law Debenture Trust Company of New York
767 Third Avenue, 31st Floor
New York, NY 10017

Invoice No. 8524696
Account: 032107/2
Darwin, Amanda

FOR PROFESSIONAL SERVICES RENDERED through December 31, 2003, including:

CLIENT NO. 032107
MATTER NO. 000002

LAW DEBENTURE TRUST COMPANY OF NEW YORK
NORTHWESTERN CORPORATION BANKRUPTCY

For Professional Fees:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
12/01/03	A. Darwin	0.20	Review correspondence regarding possible meeting with MDU.
12/02/03	A. Darwin	2.80	Review correspondence among Committee members regarding request for Equity Committee (.3); review correspondence from Committee counsel to same (.3); correspondence to Committee counsel (.3); investigate reports regarding valuation (.9); review S&P analysis regarding solvency of NorthWestern (.8); review incoming correspondence from Ms. Gil (.2).
12/03/03	A. Darwin	3.40	Review request for Equity Committee (.6); review incoming correspondence from Committee counsel (.2); review request from U.S. Trustee for Committee input (.4); review response of Committee counsel (.3); review standards for equity committee formation and comparison with El Paso Electric (.5); correspondence to Committee counsel (.2); review incoming information regarding addition of Magten (.5); follow-up regarding Tripartite Agreement (.7).
12/03/03	F. Hamblett	0.30	E-mail correspondence with Mr. Tyras and Ms. Russo regarding Tripartite Agreement/status.
12/08/03	A. Darwin	1.00	Review correspondence to US Trustee regarding Equity Committee (.6); review incoming correspondence from Committee counsel (.4).
12/08/03	F. Hamblett	1.60	Several telephone calls with and e-mail messages to Mr.

Nixon Peabody LLP
Invoice # 8524696 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
			Tyras regarding Tripartite Agreement/status (.5); revise notice to holder regarding appointment of Law Debenture as Property Trustee (1.1).
12/10/03	A. Darwin	0.30	Review incoming correspondence from Committee counsel.
12/10/03	F. Hamblett	0.20	Follow up telephone call with Mr. Tyras regarding Tripartite Agreement/director votes.
12/11/03	A. Darwin	0.20	Review incoming correspondence from Committee counsel regarding upcoming meeting.
12/11/03	F. Hamblett	0.50	Review revisions to Tripartite Agreement and Director Votes and correspondence with Mr. Tyras regarding same.
12/12/03	A. Darwin	0.70	Telephone conference with Mr. Healy (.3); correspondence to Mr. Healy (.2); review incoming press clipping regarding payments to insiders (.2).
12/12/03	F. Hamblett	0.40	E-mail correspondence with Mr. Tyras, Ms. Russo and Mr. Fisher regarding closing/open issues.
12/15/03	A. Darwin	1.90	Review incoming correspondence from Mr. Fisher (.2); review capital structure (.4); review issues relating to 2019 Statements (.5); review pleadings and other items in preparation for meeting (.5); correspondence to Mr. Kornberg regarding successorship (.3).
12/16/03	F. Hamblett	0.20	E-mail correspondence with Mr. Tyras regarding Tripartite Agreement/status.
12/17/03	A. Darwin	1.00	Follow-up regarding resolutions (.3); correspondence from and to Committee counsel (.2); follow-up regarding company sign-off regarding attendance at meeting (.3); correspondence to Mr. Fisher regarding exofficio status (.2).
12/17/03	F. Hamblett	0.70	Follow up with Ms. Russo and Mr. Tyras regarding Tripartite Agreement.
12/18/03	A. Darwin	3.70	Travel time.
12/18/03	A. Darwin	3.50	Review items on docket (.3); Committee Meeting (2.5); follow-up discussion with Ms. Moss (.3); review confidentiality agreement (.4).
12/19/03	A. Darwin	3.00	Review Company correspondence regarding Deutsche fees (.3); review Committee position letter regarding Deutsch fees (.4); review incoming correspondence from Mr. Diamond (.2); telephone conference with Ms. Siegel (.3); correspondence to Mr. Curchack (.2); follow-up on issues to be reviewed regarding transfer of assets (.5); correspondence to and from Ms. Siegel (.3); review notes from Committee Meeting and next action items (.6); review incoming correspondence from Ms. Gil (.2).
12/19/03	F. Hamblett	0.90	Begin preparing proofs of claims.
12/22/03	F. Hamblett	1.80	Revise proofs of claim (1.2); telephone calls with Mr. Fisher regarding TIA issue (.3); attend to Tripartite Agreement/outstanding items (.3).

Nixon Peabody LLP
Invoice # 8524696 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
12/23/03	A. Darwin	0.20	Review incoming correspondence from Committee counsel.
12/23/03	F. Hamblett	1.90	Review bar date order and indentures, and revise proofs of claims (1.6); correspondence with Mr. Healy and Ms. Russo regarding same (.3).
12/24/03	A. Darwin	1.90	Review issues related to Company's proposed plan terms (.3); review structure of transaction (.3); review Guarantee Agreement (.5); review incoming press release from Company and forward same to client (.3); review inquiry from Committee counsel and correspondence to Committee counsel regarding same (.5).
12/24/03	F. Hamblett	1.60	Further review Guarantee Agreement and related Trust Agreement and revise proofs of claims.
12/29/03	F. Hamblett	0.20	Telephone call with Mr. Healy regarding proofs of claims.
12/30/03	A. Darwin	1.20	Review changes in entity names upon purchase by NorthWestern of Montana Power and other matters (.5); review incoming correspondence from Committee counsel regarding Colstrip (.2); review issues relating to proposed purchase by third party of Montana assets (.5).
12/31/03	A. Darwin	1.00	Review issues relating to objections to legal fees regarding Colstrip plant and review of Committee correspondence regarding same.
12/31/03	F. Hamblett	0.90	Revise proofs of claims.
TOTAL HOURS:		37.20	

TOTAL FEES: \$15,064.00

For Charges and Disbursements:

<u>Description</u>	<u>Amount</u>
Airfare -Firm AMEX	303.81
Copier	2.40
Long Distance Calls	2.61
Telephone Calls	13.81
Travel	171.00

TOTAL CHARGES AND DISBURSEMENTS: \$ 493.63

TOTAL FOR MATTER -- NORTHWESTERN CORPORATION
BANKRUPTCY: \$15,557.63

FEDERAL I.D. NO. 16-0764720

Nixon Peabody LLP

Attorneys at Law
 101 FEDERAL STREET
 BOSTON, MA 02110
 (617) 345-1000
 Fax: (617) 345-1300

February 10, 2004

Daniel R. Fisher, Esq.
 Senior Vice President
 Law Debenture Trust Company of New York
 767 Third Avenue, 31st Floor
 New York, NY 10017

Invoice No. 8530496
 Account: 032107/2
 Darwin, Amanda

FOR PROFESSIONAL SERVICES RENDERED through January 31, 2004, including:

CLIENT NO. 032107 LAW DEBENTURE TRUST COMPANY OF NEW YORK
 MATTER NO. 000002 NORTHWESTERN CORPORATION BANKRUPTCY

For Professional Fees:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
01/05/04	A. Darwin	0.40	Review incoming correspondence from Committee counsel.
01/05/04	F. Hamblett	1.60	E-mail correspondence with Ms. Siegel and Ms. Russo regarding Bar Date/additional documentation/information (.7); revise proofs of claim (.9).
01/06/04	A. Darwin	5.40	Review incoming correspondence from Committee counsel (.3); review aspects of claims on behalf of Preferred Securities (.3); follow-up regarding missing documentation (.3); review incoming agenda for today's conference call (.2); review materials in preparation for conference call (1.0); Committee conference call (1.6); telephone conference with Mr. Healey (.3); telephone conference with Mr. Kaplan regarding going flat transaction and research factual background regarding same (1.0); follow-up conference call from Mr. Kaplan (.4).
01/06/04	F. Hamblett	2.40	Further review property trust and related guarantee agreement (.7); make some final edits to proofs of claim and e-mail message to Mr. Fisher and Ms. Siegel regarding same (1.7).
01/07/04	A. Darwin	2.00	Review incoming revisions to Company's confidentiality agreement and incoming correspondence from and to Mr. Healy regarding same (.7); forward comments to Committee counsel regarding same (.2); review incoming

Nixon Peabody LLP
Invoice # 8530496 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
			change from Company counsel and correspondence to Mr. Healy regarding same (.4); review status of receipt of certain documents and other information from Bank of New York (.5); review incoming correspondence from Bank of New York's counsel (.2).
01/07/04	F. Hamblett	0.80	Further review Property Trust Agreement and related Guarantee Agreement regarding liquidation.
01/08/04	A. Darwin	2.30	Review incoming correspondence from Committee counsel (.3); review incoming correspondence from Mr. Fisher and respond to same (.6); telephone conference with Mr. Curchack (.4); review incoming correspondence from Bank of New York (.2); follow-up regarding factual statements in proof of claim and basis for same (.8).
01/08/04	F. Hamblett	2.20	Follow up with Ms. Siegel, Ms. Russo and Mr. Curchack regarding missing documentation and review SEC records regarding same (1.4); research issue regarding corporate history of mergers and acquisitions (.8).
01/09/04	A. Darwin	3.30	Correspondence to and from Mr. Kaplan (.4); review information from Montana Secretary of State regarding corporate history of NorthWestern Energy LLC (.4); review assumption of liabilities by NorthWestern Corp (.3); review fraudulent transfer allegations by creditors of Clark Fork (.4); review issues relating to amounts covered by Guarantee and assumption of those liabilities (.5); review correspondence from Mr. Fisher (.2) correspondence to Mr. Fisher updating him on communications with Magten (.3); correspondence to and from Mr. Fisher on follow-up issues (.4); telephone conference with Ms. Costello of Fried Frank regarding factual background regarding asset transfers (.4).
01/09/04	F. Hamblett	0.80	Further analyze history regarding Northwestern mergers.
01/09/04	J. Snellings	0.20	Advice regarding preserving cause of action in NorthWestern Corp. proof of claim.
01/09/04	C. Moore	0.70	Review and research matters regarding Montana entities (.3); telephone conferences and e-mails with CT Corporation regarding entities' status (.2).
01/12/04	A. Darwin	6.10	Telephone conference with Mr. Curchack's office regarding assumption of guarantee by Debtor and other issues (.5); telephone conference Mr. Pedersen regarding same (.5); review incoming materials from Mr. Pedersen (.5); review proofs of claim including investigation of mergers and succession of liability as well as investigation and description of "going flat" transaction (4.6).
01/12/04	F. Hamblett	0.90	Review and mark up addendum to proofs of claim and e-mail correspondence with Mr. Curchack regarding same.
01/12/04	J. Snellings	0.80	Review addendum to proof of claim and comments to same.

Nixon Peabody LLP
 Invoice # 8530496 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
01/13/04	A. Darwin	3.70	Additional revisions to proof of claim regarding possible fraudulent conveyance (1.0); review incoming correspondence from BNY counsel and additional deal documentation forwarded by them (.7); review potential damage claim (.4); correspondence from and to Mr. Healy (.2); telephone conference with Ms. Costello (.2); review additional provisions regarding fraudulent conveyance claim (.5); review Magten proof of claim (.3); correspondence from and to Ms. Gil regarding filing of our claim (.4).
01/13/04	F. Hamblett	3.80	Finalize and prepare proofs of claim for filing (2.8); further analyze issue regarding fraudulent transfer/claim (1.0).
01/13/04	J. Snellings	0.50	Review revised proof of claim addendum.
01/14/04	A. Darwin	0.60	Review incoming correspondence from Committee Counsel regarding holdings by various indenture trustees and correspondence to Ms. Gil regarding same (.4); review correspondence from and to client (.2).
01/14/04	F. Hamblett	0.40	Telephone calls with Claims Agent regarding proofs of claim and e-mail correspondence with Mr. Fisher and Mr. Healy regarding same.
01/15/04	A. Darwin	0.30	Review incoming as-filed proofs of claim.
01/16/04	A. Darwin	0.60	Review update on omnibus hearing (.2); review incoming request from Committee counsel (.2); forward requested information to Ms. Gil (.2).
01/20/04	A. Darwin	1.60	Follow-up correspondence from and to Fried, Frank (.3); confirm filing of proofs of claim (.3); review and revise 2019 Statement (.4); review prospectus for Preferred Securities (.4); review follow-up correspondence from Committee counsel (.2).
01/21/04	A. Darwin	0.20	Review incoming press clipping from Committee counsel.
01/22/04	A. Darwin	0.30	Review incoming inquiry from Fried, Frank.
01/23/04	M. Swiatocha	3.30	Research and prepare Service List for Notice of Appearance.
01/23/04	A. Darwin	1.90	Telephone conference with Ms. Costello (.3); correspondence to Mr. Healy (.2); telephone conference with Mr. Healy (.3); follow-up with Ms. Costello (.3); review inquiry from holder (.4); correspondence to Ms. Costello and Mr. Healy (.4).
01/26/04	M. Swiatocha	1.60	Draft and revise Certificate of Service (1.4); correspondence with Debtor's counsel regarding updated Service List (.2).
01/26/04	A. Darwin	5.50	Review incoming memo regarding reimbursement of fees for D&O litigation (.5); correspondence from and to Mr. Healy regarding same (.4); review incoming correspondence from Ms. Gil (.2); review proofs of claims

Nixon Peabody LLP
Invoice # 8530496 Page 4

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
			filed by HSBC and Wilmington (.6); review issues raised by Montana medium-term noteholders (.4); extended telephone conference with holder (.6); correspondence to Mr. Healy (.2); extended telephone conference with Mr. Savitz (holder) (.6); follow-up correspondence with Mr. Savitz regarding same (.3); review Notice of Appearance (.5); draft and revise 2019 Statement (1.2).
01/27/04	M. Swiatocha	1.40	Revise Service List and correspondence with Debtor's counsel regarding same.
01/27/04	A. Darwin	4.20	Assign tasks regarding service list/certificate of servicer (.4); review incoming advisory pleadings and others (.3); telephone conference with Mr. Healy (.3); correspondence to Ms. Costello regarding upcoming meeting (.3); review issues regarding constituencies impacted by fraudulent trustee (.5); review certain SEC filings (.4); review docket (.3); telephone conference with Mr. Healy (.3); review docket (.3); review certain aspects of valuation analysis (.5); review incoming correspondence from Mr. Healy (.2); correspondence to Committee counsel (.2); review incoming correspondence from Fried, Frank (.2).
01/28/04	M. Swiatocha	4.60	Prepare and send Notice of Appearance and Statement by Client as Indenture Trustee and Guarantee Trustee Pursuant to Rule 2019.
01/28/04	A. Darwin	1.10	Review incoming correspondence from Committee counsel (.3); review incoming correspondence from Mr. Embry (.2); review issues relating to D&O litigation (.3); telephone conference with Ms. Costello regarding fraudulent transfer analysis (.3).
01/29/04	A. Darwin	4.80	Travel time to and from meeting in New York.
01/29/04	A. Darwin	2.00	Correspondence from and to Mr. Healy (.2); follow-up correspondence to Mr. Healy (.2); meeting with Mr. Fisher (.3); meeting with Mr. Fisher and attorneys from Magten (1.0); follow-up meeting with Mr. Fisher (.3).
01/29/04	F. Hamblett	0.50	Revise letter to Ms. Russo and others regarding Tripartite Agreement (.2); follow up with claims agent regarding proofs of claim (.3).
01/29/04	J. Snellings	0.60	Participate in telephone conference with Magten counsel on fraudulent conveyance claims.
01/30/04	A. Darwin	2.50	Review incoming complaint regarding Colstrip (.4); telephone conference with Ms. Moss (.3); review correspondence to and from Ms. Siegel (.3); letter to U.S. Trustee (.3); review successorship document (.4); extended telephone conference with holder (.4); analysis of holder's inquiry (.4).
01/30/04	J. Snellings	0.40	Conference with Ms. Darwin on responding to bondholder concerns and possible litigation.

Nixon Peabody LLP
 Invoice # 8530496 Page 5

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
	TOTAL HOURS:	76.30	
			TOTAL FEES: <u>\$30,652.00</u>

For Charges and Disbursements:

<u>Description</u>	<u>Amount</u>
Copier	472.60
CT Corp Services	154.00
Express Delivery Service	115.52
Fax - domestic	2.00
Long Distance Calls	42.85

TOTAL CHARGES AND DISBURSEMENTS: \$ 786.97

TOTAL FOR MATTER -- NORTHWESTERN CORPORATION
BANKRUPTCY: \$31,438.97

FEDERAL I.D. NO. 16-0764720

Nixon Peabody LLP

Attorneys at Law
101 FEDERAL STREET
BOSTON, MA 02110
(617) 345-1000
Fax: (617) 345-1300

March 8, 2004

Daniel R. Fisher, Esq.
Senior Vice President
Law Debenture Trust Company of New York
767 Third Avenue, 31st Floor
New York, NY 10017

Invoice No. 8537400
Account: 032107/2
Darwin, Amanda

FOR PROFESSIONAL SERVICES RENDERED through February 29, 2004, including:

CLIENT NO. 032107
MATTER NO. 000002

LAW DEBENTURE TRUST COMPANY OF NEW YORK
NORTHWESTERN CORPORATION BANKRUPTCY

For Professional Fees:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
02/02/04	M. Swiatocha	0.30	Docket research.
02/02/04	M. Boyle	0.30	Initial analysis of merger transaction.
02/02/04	A. Darwin	2.60	Review incoming correspondence from holder (.2). Review debt tranches (.4). Assign tasks/issues to be researched (.4). Review issues regarding statute of limitations (.4). Telephone conference with M. Costello (.3). Correspondence to M. Costello (.2). Review incoming documents regarding merger (.7).
02/03/04	M. Boyle	4.70	Review documents (.7). Search SEC filings and draft memo regarding terms of merger (4.0).
02/03/04	A. Darwin	2.10	Review docket and incoming pleadings (.2). Review incoming correspondence from M. Costello (.2). Correspondence from and to T. Moss (.4). Telephone conference with T. Moss (.3). Telephone conference with M. Costello (.3). Research inquiry from holder (.7).
02/04/04	M. Boyle	6.20	Search SEC filings and draft memo regarding terms of merger and index documents (3.0). Search SEC filings for any prospectus addressing other unsecured debt (1.5). Revision of memo (1.7).
02/04/04	A. Darwin	2.80	Review issues relating to Company's disclosures regarding priority (.8). Compile documents requested by Magten (.3); review assumption of guarantee/novation issues (.4); correspondence to and from M. Costello (.4); telephone conference with M. Costello (.3); follow-up regarding

Nixon Peabody LLP
Invoice # 8537400 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
02/05/04	M. Boyle	5.60	bondholder inquiry regarding disclosures (.6). Draft memorandum regarding the priority of Northwestern Corporation's unsecured debt (1.5). Review documents for any breach of the terms of the Indenture regarding the mergers (1.5). Further review of documents and SEC filings (2.6).
02/05/04	A. Darwin	2.20	Review findings regarding underlying transaction on 8/13/03 (1.0). Review incoming correspondence from U.S. Trustee regarding offer (.3); correspondence to P. Healy (.3). E-mail correspondence to I. Siegel (.3). Telephone conference with P. Healy (.3).
02/06/04	A. Darwin	1.50	Review various prospectuses regarding priority (.5). Review issues regarding Owner Trustee fees and expenses (.4). Review incoming pleadings (.2). Telephone conference with P. Healy and follow-up correspondence to P. Healy (.4).
02/10/04	A. Darwin	0.80	Review incoming fax from I. Siegel (.2). Correspondence to I. Siegel (.2). Correspondence to P. Healy and D. Fisher (.4).
02/11/04	A. Darwin	0.20	Review incoming correspondence from D. Fisher.
02/12/04	A. Darwin	0.40	Correspondence to and from D. Fisher regarding Confidentiality Agreement (.3). Forward signature pages to D. Fisher (.1).
02/13/04	A. Darwin	1.40	Telephone conference with M. Costello regarding upcoming Committee call (.4). Correspondence to D. Fisher and P. Healy (.4). Correspondence to Committee counsel (.2). Telephone conference with P. Healy (.4).
02/17/04	A. Darwin	0.90	Review agenda (.2). Conference call (.7).
02/18/04	A. Darwin	0.70	Review incoming correspondence from Committee counsel and comments of Committee members thereto.
02/19/04	A. Darwin	0.70	Review incoming correspondence from Committee (.2). Follow-up regarding correspondence to U.S. Trustee (.2). Review incoming correspondence from Committee counsel (.3).
02/19/04	F. Hamblett	0.30	Correspondence with U.S. Trustee regarding appointment to Creditors' Committee.
02/23/04	A. Darwin	2.70	Review incoming pleadings (.3). Review settlement with Wells Fargo (.8). Telephone conference with J. Austin's office (.3). E-mail correspondence to G. Kaplan (.3). Review minutes of last two Committee meetings (.4). Review summary of hearings and agenda for next omnibus hearing (.3). Follow-up telephone conference with J. Austin's office (.3).
02/24/04	A. Darwin	2.00	Correspondence to P. Healy and D. Fisher (.4). Review incoming correspondence from G. Kaplan (.2). Review memo from Fried, Frank (.6). Review correspondence from B. Scheler and correspondence to B. Scheler (.4).

Nixon Peabody LLP
 Invoice # 8537400 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
02/25/04	A. Darwin	1.80	Review correspondence from G. Kaplan (.2). Correspondence to P. Healy and D. Fisher (.2). Analyze arguments stated in Magten memo (1.0). Review financial results/results of Montana operations (.8).

TOTAL HOURS: 40.20

TOTAL FEES: \$14,235.00

For Charges and Disbursements:

<u>Description</u>	<u>Amount</u>
Airfare -Firm AMEX	304.01
Copier	15.40
Long Distance Calls	0.29
Meals	1.47
Travel	122.78

TOTAL CHARGES AND DISBURSEMENTS: \$ 443.95

TOTAL FOR MATTER -- NORTHWESTERN CORPORATION
 BANKRUPTCY: \$14,678.95

FEDERAL I.D. NO. 16-0764720

Nixon Peabody LLP

Attorneys at Law
100 SUMMER STREET
BOSTON, MA 02110-2131
(617) 345-1000
Fax: (617) 345-1300

April 14, 2004

Daniel R. Fisher, Esq.
Senior Vice President
Law Debenture Trust Company of New York
767 Third Avenue, 31st Floor
New York, NY 10017

Invoice No. 8548461
Account: 032107/2
Darwin, Amanda

FOR PROFESSIONAL SERVICES RENDERED through March 31, 2004, including:

CLIENT NO. 032107
MATTER NO. 000002

LAW DEBENTURE TRUST COMPANY OF NEW YORK
NORTHWESTERN CORPORATION BANKRUPTCY

For Professional Fees:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
01/05/04	C. Ciafone	0.30	Conference with Mr. Hamblett to discuss filing of proof of claim in Delaware.
02/03/04	M. Swiatocha	0.70	Docket research on PACER.
03/01/04	A. Darwin	0.70	Review incoming pleadings (.4). Follow-up correspondence from Debtor's counsel's office (.3).
03/04/04	A. Darwin	0.40	Review incoming correspondence from Mr. Kaplan (.2). Review incoming pleadings (.2).
03/08/04	A. Darwin	0.60	Review incoming correspondence from Mr. Kornberg (.4). Review incoming pleadings (.2)
03/09/04	A. Darwin	0.70	Correspondence from and to Mr. Fisher and Mr. Healy regarding availability for next Committee meeting (.4). Review incoming correspondence from Committee counsel (.3).
03/10/04	A. Darwin	0.40	Telephone conference with Mr. Kaplan.
03/11/04	A. Darwin	0.60	Review incoming correspondence from Ms. Gil (.2). Review issues to be discussed on Committee call (.4).
03/12/04	A. Darwin	2.60	Review incoming pleadings (.4). Review incoming correspondence from Mr. Embry (.2). Review incoming correspondence from Company counsel (.5). Telephone conference with Ms. Costello (.3). Review incoming correspondence from Ms. Costello (.2). Correspondence to Mr. Healy and Mr. Fisher regarding complaint (.4). Review complaint (.6).

Nixon Peabody LLP
Invoice # 8548461 Page 2

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
03/12/04	F. Hamblett	2.30	Begin reviewing Plan and Disclosure Statement.
03/15/04	A. Darwin	2.70	Review incoming correspondence from Committee counsel (.2). Review incoming correspondence from Mr. Fisher (.2). Follow-up call with Mr. Delaney (.3). Review proposed complaint and timeline for filing same (.8). Telephone conference with Ms. Costello (.6). Review issues regarding successorship of property trustee/standing to bring action (.6).
03/15/04	F. Hamblett	2.70	Continue reviewing and marking up Plan and Disclosure Statement (2.4); correspondence with Mr. Curchack regarding Owner Trustee/appointment of Law Debenture as Owner Trustee (.3).
03/16/04	F. Hamblett	2.70	Further review and mark up Plan and Disclosure Statement.
03/17/04	A. Darwin	2.40	Telephone conference with Mr. Kinder, QUIP holder (.4). Review possible causes of action to add to complaint (.8). Review certain provisions of Plan and Disclosure Statement (.6). Review incoming inquiries from holders (.4). Review incoming pleadings (.2).
03/17/04	F. Hamblett	3.10	Complete review and mark up Plan and Disclosure Statement.
03/17/04	J. Snellings	0.50	Meeting with Ms. Darwin on Thursday call.
03/18/04	A. Darwin	4.00	Review materials in preparation for conference call (.4). Creditors Committee conference call (1.3). Follow-up call with Mr. Kaplan (.3). Review incoming pleadings (.5). Review and revise comments to Plan and correspondence to Mr. Fisher and Mr. Healy regarding same (1.5).
03/19/04	A. Darwin	1.80	Review comments to Plan from Mr. Fisher and correspondence to Mr. Fisher regarding the same (.5). Telephone conference with Magten's counsel regarding documentation (.2). Telephone conference with holder (.3). Review Plan comments in accordance with clients' comments (.5). Correspondence to Indenture Trustees' counsel regarding Plan comments (.3).
03/22/04	A. Darwin	3.20	Review incoming correspondence from Committee counsel regarding PUCHA issues to be discussed on call (.4). Conference with Mr. Dewees regarding same (.3). Review minutes of prior meeting (.3). Correspondence from and to Mr. Healy regarding call (.3). Committee conference call (.7). Follow-up conference with Mr. Healy (.3). Conference with Mr. Dewees regarding regulatory issues (.3). Review incoming correspondence regarding vote of indenture trustees regarding extension motion (.2). Review issues relating to motion to life stay and correspondence to Mr. Healy to set up time to speak about same (.4).

Nixon Peabody LLP
 Invoice # 8548461 Page 3

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
03/22/04	R. Dewees	0.80	Participate in conference call to discuss PUHCA issues regarding Northwestern and exemption sought by Northwestern from PUHCA and review possible state utility commission claims.
03/22/04	J. Snellings	0.10	Review issues to be discussed on 3/23 call.
03/23/04	A. Darwin	3.60	Review Paul, Weiss memo (1.0). Review incoming correspondence from Mr. Healy (.3). Review issues relating to Committee response memo (.8). Conference call with Mr. Healy and Mr. Fisher regarding joining Magten complaint (.4). Review correspondence in response to Comanche (.3). Review issues relating to regulatory approvals/PUCHA (.5). Telephone conference with Ms. Costello (.3).
03/23/04	J. Snellings	1.20	Conference with client on issues concerning draft complaint and preparation for same.
03/24/04	A. Darwin	2.90	Review incoming correspondence from Ms. Costello (.2). Review issues to be discussed in proposed conference call (.2). Correspondence to and from Mr. Healy and Mr. Fisher (.4). Review issues relating to upcoming call with Fried, Frank tomorrow (.7). Review correspondence from Mr. Fisher and Mr. Healy (.3). Review correspondence from Ms. Costello (.2). Follow-up correspondence to Mr. Fisher and Mr. Healy (.3). Conference call with Mr. Dewees regarding PUCHA filing (.3). Correspondence to and from Ms. Costello (.3).
03/24/04	J. Snellings	0.20	Follow-up on meeting with Magten to discuss outstanding legal issues.
03/25/04	A. Darwin	1.20	Review incoming correspondence from Ms. Costello (.2). Telephone conference with Ms. Costello (.3). Follow-up correspondence with Ms. Costello regarding same (.4). Review e-mail correspondence from and to Mr. Kaplan regarding minutes (.3).
03/26/04	A. Darwin	1.80	Review incoming correspondence from Committee counsel and summary of upcoming motions (.5). Review incoming pleadings (.2). Review Committee minutes and correspondence to Ms. Gil regarding same (.4). Review Committee counsel response on Mr. Kaplan's comments to minutes (.3). Review issues of corporate headquarters location/cost savings for Company (.4).
03/30/04	M. Berman	0.30	Analyze possible theories to be used against bankrupt by creditors of subsidiaries.
03/30/04	A. Darwin	3.30	Review incoming correspondence from Ms. Gil and correspondence to Ms. Gill (.3). Telephone conference with Ms. Costello (.3). Review items still at issue regarding PUCHA filings (.7). Review certain issues regarding requested relief in complaint and possible treatment under Plan in response to same (1.3). Research

Nixon Peabody LLP
 Invoice # 8548461 Page 4

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description of Services</u>
			regarding inquiry from Ms. Costello and correspondence to Ms. Costello regarding same (.7).
03/30/04	J. Snellings	1.50	Prepare for meeting with Committee regarding litigation and meeting with Magten counsel, including review motion for relief.
03/31/04	A. Darwin	0.90	Prepare for conference call (.2). Conference call with Ms. Moss and Mr. Herrman regarding Indenture Trustee comments to the Plan (.7).
TOTAL HOURS:		50.20	

TOTAL FEES: \$22,499.50

For Charges and Disbursements:

<u>Description</u>	<u>Amount</u>
Copier	3.60

TOTAL CHARGES AND DISBURSEMENTS: \$ 3.60

**TOTAL FOR MATTER -- NORTHWESTERN CORPORATION
 BANKRUPTCY: \$22,503.10**